

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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SEC
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Section

SEP 03 2008

Washington, DC

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Private Placement Offering

1245106

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

IMH Secured Loan Fund, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

11333 North Scottsdale Road, Suite 160, Scottsdale, AZ 85254

Telephone Num

602-889-3410

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Num

Brief Description of Business:

Lending of funds for short-term loans and mortgages secured by real property.

Type of Business Organization

☐ corporation

☐ limited partnership, already formed

☒ other (please specify): Limited Liability Company

☐ business trust

☐ limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization:

0 | 5 | 10 | 3 |

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) D | E |



PROCESSED

SEP 09 2008

THOMSON REUTERS

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

Investors Mortgage Holdings, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

11333 North Scottsdale Road, Suite 160, Scottsdale, AZ 85254Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Albers, Shane

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Investors Mortgage Holdings, Inc. 11333 North Scottsdale Road, Suite 160, Scottsdale, AZ 85254Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Meris, William

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Investors Mortgage Holdings, Inc. 11333 North Scottsdale Road, Suite 160, Scottsdale, AZ 85254Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Darak, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Investors Mortgage Holdings, Inc. 11333 North Scottsdale Road, Suite 160, Scottsdale, AZ 85254Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | \$ 50,000* | |
| *Issuer may accept less than minimum investment amount in its sole discretion. | | |
| 3. Does the offering permit joint ownership of a single unit? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)

Advanced Equities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

311 South Wacker Drive, Chicago, IL 60606

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

AFA Financial Group, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

26637 W Agoura Road, Calabasas, CA 91302

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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Full Name (Last name first, if individual)

American Portfolios Financial

Business or Residence Address (Number and Street, City, State, Zip Code)

4250 Veterans Memorial Hwy, Suite 420E, Holbrook, NY 11741

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Ameritas Investment Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

5900 O Street, Lincoln, NE 68510

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

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Full Name (Last name first, if individual)

Capital Financial Services, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1 Main Street North, Minot, ND 58703

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States
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Full Name (Last name first, if individual)

Capital Strategies Group, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

Two Metroplex Drive, Suite 111, Birmingham, AL 35209

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

CapWest Securities

Business or Residence Address (Number and Street, City, State, Zip Code)

3900 S. Wadsworth Blvd., Suite 590, Lakewood, CO 80235

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Cue Financial Group Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

3200 N. Central Ave., Suite 200, Phoenix, AZ 85012

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Cullum & Burks Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

13355 Noel Road, Suite 1300, One Galleria Tower, Dallas, TX 75240

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

ePLANNING Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

3721 Douglas Blvd., Suite 200, Roseville, CA 95661

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Financial West Group

Business or Residence Address (Number and Street, City, State, Zip Code)

4510 E. Thousand Oaks Blvd., Westlake, CA 91362

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

First Allied Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

655 W. Broadway, 11th Floor, San Diego, CA 92101

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Geneos Wealth Management Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

4700 S. Syracuse Pkwy, Suite 1000, Denver, CO 80237

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Girard Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

9560 Waples Street, Suite B, San Diego, CA 92121

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Independent Financial Group, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

12636 High Bluff Drive, Suite 100, San Diego, CA 92130

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

KRK, Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

1107 S. Nightingale Dr., Palatine, IL 60067

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

La Salle Street Securities LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4722 Main Street, Lysle, IL 60532

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Lawson Financial Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

3352 E. Camelback Road, Phoenix, AZ 85018

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Lighthouse Capital Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

659 Abrego St., Suite 6, Monterey, CA 93940

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Private Asset Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

3070 Bristol Street, Suite 500, Costa Mesa, CA 92626

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
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Full Name (Last name first, if individual)

QA3 Financial Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Valmont Plaza, 4th Floor, Omaha, NE 68154

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States
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Full Name (Last name first, if individual)

Robert B. Ausdal & Co., Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

220 N. Main Street, Davenport, IA 52801

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Royal Alliance Associates

Business or Residence Address (Number and Street, City, State, Zip Code)

One World Financial Center, 14th Floor, New York, NY 10281

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Securities America, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

7100 West Center Road, Omaha, NE 68106

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Full Name (Last name first, if individual)

SMH Capital Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

600 Travis, Suite 5800, Houston, TX 77002

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Full Name (Last name first, if individual)

Sunset Financial

Business or Residence Address (Number and Street, City, State, Zip Code)

3520 E. Broadway, Kansas City, MO 64111

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Full Name (Last name first, if individual)

United Securities Alliance, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

7730 E. Belleview Avenue, Suite AG-9, Greenwood Village, CO 80111

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Full Name (Last name first, if individual)

Wedbush Morgan Securities

Business or Residence Address (Number and Street, City, State, Zip Code)

1000 Wilshire Blvd., Los Angeles, CA 90017

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Full Name (Last name first, if individual)

Workman Securities Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

6500 City West Pkwy, Suite 350, Eden Prairie, MN 55344

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Full Name (Last name first, if individual)

VSR Financial Services, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

8620 W. 110th Street, Overland Park, KS 66210

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☒ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify) Equity in the form of membership interests	\$ 851,909,685.51	\$ 851,909,685.51
Total	\$ 851,909,685.51	\$ 851,909,685.51

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	4,820	\$ 851,909,685.51
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 5,000.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 30,000.00
Accounting Fees	<input checked="" type="checkbox"/>	\$ 5,000.00
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify)	<input type="checkbox"/>	\$
Total	<input checked="" type="checkbox"/>	\$ 40,000.00*

*All expenses will be paid by the Issuer's Manager without reimbursement by the Issuer.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

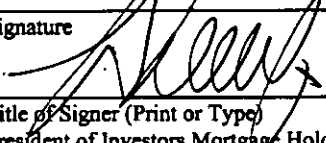
\$ 851,869,685.51

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above.

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchasing, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify): <u>Investments in loans and cash reserves</u>	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> <u>\$851,869,685.51</u>
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> <u>\$851,869,685.51</u>
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> <u>\$ 851,869,685.51</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) IMH Secured Loan Fund, LLC	Signature 	Date August 22, 2008
Name of Signer (Print or Type) William Meris	Title of Signer (Print or Type) President of Investors Mortgage Holdings, Inc., Manager of IMH Secured Loan Fund, LLC	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END